

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Ling Karen</u> <hr/> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET <hr/> (Street) NEW YORK NY 10038 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <b>EVP and Chief HR Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2019		M		13,325 <sup>(1)</sup>	A	\$0.0000	13,325	D	
Common Stock	12/02/2019		F		7,092 <sup>(2)</sup>	D	\$51.66 <sup>(3)</sup>	6,233	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(4)	12/01/2019		M			13,325 <sup>(1)</sup>	(1)	(1)	Common Stock	13,325	\$0.0000	8,885	D	

**Explanation of Responses:**

1. Represents AIG Common Stock underlying Restricted Stock Units (including dividend equivalent rights in the form of Restricted Stock Units) granted on July 29, 2019 that vested on December 1, 2019. The remaining Restricted Stock Units (including any related dividend equivalent rights in the form of Restricted Stock Units) granted on July 29, 2019 vest fifty percent on July 29, 2020 and fifty percent on July 29, 2021, each subject to the reporting person's continued employment through the applicable vesting dates, and are settled in shares of AIG Common Stock.
2. Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of the Restricted Stock Units (including dividend equivalent rights in the form of Restricted Stock Units) that vested on December 1, 2019.
3. The number of shares withheld for taxes was determined based on AIG's closing share price on December 2, 2019.
4. The securities convert to AIG Common Stock on a 1-to-1 basis.

/s/ Alanna Franco, attorney-in-fact 12/03/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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